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- and -

REINHART BOERNER VAN DEUREN S.C.

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Attorneys for LEM U.S.A., Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re:)	Chapter 11
)	
GENERAL MOTORS CORP., <i>et al.</i> ,)	Case No. 09-50026 (REG)
)	(Jointly Administered)
Debtors.)	
_____)	

**LIMITED OBJECTION OF LEM U.S.A., INC.
TO THE DEBTOR'S PROPOSED CURE AMOUNT**

LEM U.S.A., Inc. ("LEM"), by its attorneys, hereby submits this limited objection (the "Objection") to the proposed cure amount of GM Corporation (the "Debtor") required to be paid to LEM in connection with the assumption and assignment of certain executory contracts between LEM and the Debtor. In support of this Objection, LEM states as follows:

BACKGROUND

1. On June 1, 2009 (the "Commencement Date"), the Debtor and three affiliate debtors commenced these voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Court").

2. The Debtor and its debtor affiliates remain in possession of their property and continue to manage their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. Prior to the Commencement Date, LEM and the Debtor were parties to contracts pursuant to which LEM sold current transducers to the Debtor (the "Agreements").

4. On June 2, 2009, this Court entered an order (the "Sale Procedures Order") approving the procedures regarding the Debtor's assumption and assignment of executory contracts.

5. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtor delivered a notice (the "Assignment Notice") to LEM, indicating that the Debtor intends to assume and assign certain of the Debtor's Agreements with LEM (the "Assumed Contracts").

6. The Assignment Notice directed LEM to a website (the "Contract Website") containing a description of the Assumed Contracts and associated cure amounts. On the Contract Website, the Debtor identifies \$1,554.92 as the amount which it alleges to be owing to LEM under the Assumed Contracts (the "Debtor Cure Amount").

7. The Debtor Cure Amount is less than what is actually owed under the Assumed Contracts. LEM contests the Debtor Cure Amount and asserts that as of the Petition Date, the amount necessary to cure all defaults under the Agreement is \$6,063.28 (the "Supplier Cure Amount"). A summary of the Supplier Cure Amount and corresponding invoices are attached hereto as Exhibit A.

8. Pursuant to the Sale Procedures Order, LEM files this Objection to reserve its rights to the Supplier Cure Amount.

WHEREFORE, LEM seeks an order sustaining its Objection and finding that the Supplier Cure Amount and any subsequent postpetition amounts due and owing to LEM is required to be paid to LEM upon assumption and assignment of any Assumed Contracts and reserving its rights in connection with the Sale Procedures Order.

Dated: June 15, 2009
New York, New York

KELLEY DRYE & WARREN LLP

By: /s/ Jennifer A. Christian
James S. Carr (JC 1603)
Jennifer A. Christian (JC 7305)
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

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Tel: (414) 298-1000
Fax: (414) 298-8097

Attorneys for LEM U.S.A., Inc.

EXHIBIT A

LEM USA Inc.

GM Chapter 11

Outstanding Invoices for Claim:

Amount	Sales Order #	Invoice #	Date of Delivery	Invoice Date
\$4,493.52	S5035770	1002282	5/19/2009	5/15/2009
\$14.84	S5035921	1002504	6/1/2009	5/28/2009
\$7.42	S5035568	1002028	5/5/2009	5/1/2009
\$191.25	S5035864	1002413	5/26/2009	5/21/2009
\$250.75	S5035863	1002412	5/26/2009	5/21/2009
\$195.50	S5035862	1002411	5/26/2009	5/21/2009
\$910.00	S5035456	1002492	6/1/2009	5/28/2009



I N V O I C E

Invoice: 01002282 Revision: 1
Invoice Date: 05/15/09 Page: 1
Print Date: 06/08/09

Sold To: GEN6307

Ship To: GEN6307

GENERAL MOTORS CORPORATION
MANUAL PO SUPPORT WORKGROUP
PO BOX 63070
PHOENIX, AZ 85082
UNITED STATES

GM MOTORS C/O EXEL
87203456
41873 ECORSE RD
SUITE 290
BELLEVILLE, MI 48111
UNITED STATES

Sales Order: S5035770
Order Date: 05/15/09
Salesperson(s): 0000AG00

Ship Date: 05/15/09
Purchase Order: 24ZC0000

Bill To: GEN6307
Credit Terms: NET 30

Ship To: GM4187
Ship Via: UPS
BOL:
FOB Point: Shipping Point

Remarks:

FED EX COLLECT# 129583622

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.003.7	EA	1422.0	0.0		3.16	4,493.52
HAB 60-S/SP3						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 4,493.52	Currency: USD	Line Total:	4,493.52
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/15/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		4,493.52

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

arcsig.p 2+

27.13 Customer Account Inquiry

06/08/09

Bill To: gen6307 Open Only: Yes Currency: Balance: 4,493.52
GENERAL MOTORS CORPO Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
05/15/09	01002282	I	06/14/09		4,493.52	4,493.52			



PACKING LIST
SIMULATION

Order Number: S5035770 Page: 1
Order Date: 05/15/09
Print Date: 05/15/09

GENERAL MOTORS CORPORATION
MANUAL PO SUPPORT WORKGROUP
PO BOX 63070
PHOENIX, AZ 85082
UNITED STATES

GM MOTORS C/O EXEL
87203456
41873 ECORSE RD
SUITE 290
BELLEVILLE, MI 48111
UNITED STATES

Cust PO: 24ZC0000

Sold To: GEN6307

Ship To: 3M4187

Salespersons: 0000AG00

Frt Terms: Collect
Credit Terms: NET 30
Ship Via: UPS *Ground*
FCB Point: Shipping Point

FED EX COLLECT# 129583622

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required	Promise
1	90.39.27.003.7	00	1422.0	EA	05/15/09	05/19/09	05/19/09
	HAB 60-S/SP3						
	* ROHS *						

P/N 13502201 dd 1422.0 (1422)

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.



Shipment Notification (ASN) Report - General Motors (GM)

Shipment ID (ASN #):	145	Date & Time Shipped:	5/15/08 12:00 AM GMT
Plant:	NAO FAIRFAX (18044)	Date Received:	

Supplier		Carrier		Destination Point	
Name:	BEIJING LEM ELECTRONICS	Name:	FAIRFAX	Name:	NAO FAIRFAX
Code:	054426154	Code:	CUOT	Code:	18044
Address:	Beijing Airport Industry Garden Block B Standard Factory Building #1 Beijing Beijing 101300 China	Address:		Address:	3201 FAIRFAX TWFPY KANSAS CITY KS 60115 US
Trailer number:	024580410005470	Trailer number:		Trailer number:	
Mode of Conveyance:	A - Air	Mode of Conveyance:		Mode of Conveyance:	
Carrier Reference Number:		Carrier Reference Number:		Carrier Reference Number:	
Transit Direction:	SF - Seller to Freight Forwarder	Transit Direction:		Transit Direction:	

ASN Part Level

Part Number	Shipped	Quantity Received	UOM	Packaging		Purchase Order Number	Purchase Order Line Number	Packing Slip Number
				Type	Standard Pack			
13502281	1,422		EA	CNT	270.0	242C0000	6	
Gross Weight: 107				Total Containers: 6		Total Master Containers: 1		

Free Text		Confirmation	
Supplier	Reception	Warehouse	Carrier



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

June 8, 2009

Dear Customer:

Here is the proof of delivery you requested for the shipment with tracking number **024580410005470**. Our records reflect the following information.

This tracking number is 1 out of a 6 multiple-piece shipment. The Master tracking number for this multiple-piece shipment is 024580410005470. If additional signature proof of delivery requests are needed for pieces within this multiple-piece shipment then they must be requested separately.

Delivery Information:

Status:	Delivered	Delivery location:	41873 ECORSE RD STE 290 Belleville, MI 48111
Signed for by:	SMCTAGGART	Delivery date:	May 19, 2009 16:25
Service type:	Ground-Direct Signature Required-Domestic		

A handwritten signature in black ink, appearing to read "S. MCTAGGART", is written over a background of faint, repeating "FedEx" logos.

S. MCTAGGART
#72, 16:25, S Del, 0 NonDel

Shipping Information:

Tracking number:	024580410005470	Ship date:	May 15, 2009
		Weight:	19.0 lbs.

Recipient:
MATT RUMBLE
GM MOTORS CO EXECL
41873 ECORSE RD STE 290
BELLEVILLE, MI 48111 US

Reference
Purchase order number

Shipper:
Dave Dixon
LEM USA
11665 W. Bradley Rd.
Milwaukee, WI 53224 US
S5035770
PO 24ZC0000

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339

arcsiq.p 2+

27.13 Customer Account Inquiry

06/08/09

Bill To: gen6440 Open Only: Yes Currency: Balance: 22.26
GENERAL MOTORS CORPO Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
05/28/09	01002504	I	06/27/09		14.84		14.84		
05/01/09	01002028	I	05/31/09		7.42		7.42		



I N V O I C E

Invoice: 01002504 Revision: 1
Invoice Date: 05/28/09 Page: 1
Print Date: 06/08/09

Sold To: GEN6440

Ship To: GEN6440

GENERAL MOTORS CORPORATION
PRE-PRODUCTION PURCHASING
SOUTH CAMPUS OFFICE CENTER
6440 EAST TWELVE MILE ROAD
WARREN, MI 48090
UNITED STATES

GM-VEC SOUTH
6600 EAST 12 MILE ROAD
DOCK# 18
WARREN, MI 48090
UNITED STATES

Sales Order: S5035921
Order Date: 05/28/09
Salesperson(s): 0000AG00

Ship Date: 05/28/09
Purchase Order: K15FL
Ship To: GMV6600
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GEN6440
Credit Terms: NET 30

Remarks:

FOR ONE DAY OR MORE - SHIP FED EX GROUND NO ACCOUNT REQUIRED

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	4.0	0.0		3.71	14.84
Customer Item: 10306471						
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 14.84	Currency: USD	Line Total:	14.84
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/28/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		14.84

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

Detailed Results

Enter tracking number

[Track](#)

Detailed Results	Notifications																																																
<p>Tracking no.: 024580410005746 E-mail notifications</p>																																																	
<p>Delivered</p> <p>Initiated Picked up In transit Delivered</p> <p>Delivered Signed for by: TFULFORD</p>																																																	
<p>Shipment Dates Destination</p> <p>Ship date ② May 28, 2009 Warren, MI</p> <p>Delivery date ② Jun 1, 2009 11:20 AM Signature Proof of Delivery ②</p>																																																	
<p>Shipment Facts Help</p> <table border="1"> <tr> <td>Service type</td> <td>Ground-Direct Signature Required-Domestic ②</td> <td>Reference</td> <td>S5035921</td> </tr> <tr> <td>Weight</td> <td>1.0 lbs/0.5 kg</td> <td>Purchase order number</td> <td>PO: K15FL</td> </tr> </table>		Service type	Ground-Direct Signature Required-Domestic ②	Reference	S5035921	Weight	1.0 lbs/0.5 kg	Purchase order number	PO: K15FL																																								
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May 28, 2009 3:05 PM	Picked up	CUDAHY, WI																																															
May 28, 2009 1:07 PM	Shipment information sent to FedEx																																																



I N V O I C E

Invoice: 01002028 Revision: 1
Invoice Date: 05/01/09 Page: 1
Print Date: 06/08/09

Sold To: GEN6440

Ship To: GEN6440

GENERAL MOTORS CORPORATION
PRE-PRODUCTION PURCHASING
SOUTH CAMPUS OFFICE CENTER
6440 EAST TWELVE MILE ROAD
WARREN, MI 48090
UNITED STATES

GM LORDSTOWN ASSEMBLY
2300 HALLOCK-YOUNG ROAD
DOCK GGG
LORDSTOWN, OH 44481
UNITED STATES

Sales Order: S5035568
Order Date: 05/01/09
Salesperson(s): 0000AG00

Ship Date: 05/01/09
Purchase Order: N1QX6-000
Ship To: GM2300
Ship Via: UPS
BOL:
FOB Point: Shipping Point

Bill To: GEN6440
Credit Terms: NET 30

Remarks:

FOR ONE DAY OR MORE - SHIP FED EX GROUND NO ACCOUNT REQUIRED

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	2.0	0.0		3.71	7.42
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 7.42	Currency: USD	Line Total:	7.42
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/01/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		7.42

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

Detailed Results

Enter tracking number

Track

Detailed Results	Notifications																																												
Tracking no.: 024580410005234 E-mail notifications																																													
<p>Delivered</p> <p>Initiated Picked up In transit Delivered</p> <p>Delivered Signed for by: PRICE</p>																																													
<p>Shipment Dates</p> <p>Ship date ② May 1, 2009 Delivery date ② May 5, 2009 8:25 AM</p>	<p>Destination</p> <p>Warren, OH Signature Proof of Delivery ②</p>																																												
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May 1, 2009 3:18 PM	Picked up	CUDAHY, WI																																											
May 1, 2009 2:09 PM	Shipment information sent to FedEx																																												



I N V O I C E

Invoice: 01002413 Revision: 1
Invoice Date: 05/21/09 Page: 1
Print Date: 06/08/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GM SERVICE PARTS
4400 WEST MT. HOPE ROAD
LANSING, MI 48917
UNITED STATES

Sales Order: S5035864
Order Date: 05/21/09
Salesperson(s): 0000AG00

Ship Date: 05/21/09
Purchase Order: GM44913
Ship To: GMS4400
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GMD2000
Credit Terms: NET 30

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	45.0		0.0	4.25	191.25
Customer Item: 10306471						
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 191.25	Currency: USD	Line Total:	191.25
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/21/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		191.25

LEM U.S.A., Inc.
11665 W Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674



PACKING LIST
SIMULATION

Order Number: S5035964 Page: 1
Order Date: 05/21/09
Print Date: 05/21/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GM SERVICE PARTS
4400 WEST MT. HOPE ROAD
LANSING, MI 48917
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4400

Salespersons: 0000AG01

Prt Terms: ~~Prepay~~ and Add
Credit Terms: NET 30
Ship Via: FED
FOB Point: Shipping Point

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Ln	Item Number	Site T Location	Qty Open Qty to Ship	UM	Due Shipped	Required	Promise
1	90.39.27.000.0 HAB 60-S	00	45.0	EA	05/21/09	05/26/09	05/26/09
Customer Item: 10306471		cl	45.0				

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

SL1 # WK 88959

4.25

\$ 191.25

Detailed Results

[Printable Version](#)

[Help](#)


Enter tracking number

Detailed Results	Notifications
------------------	---------------

Tracking no.: 024580410005692



 [E-mail notifications](#)

Delivered


Initiated Picked up In transit Delivered

Delivered
Signed for by: DVANARSDALL

Shipment Dates

Ship date  May 21, 2009
Delivery date  May 26, 2009 12:55 PM

Destination

Lansing, MI
[Signature Proof of Delivery !\[\]\(f1c5da15572e3e09d343161be98f508d_img.jpg\)](#)

Shipment Facts

[Help](#)

Service type	Ground-Direct Signature Required-Domestic 	Reference	S5035864
Weight	6.0 lbs/2.7 kg	Purchase order number	PO GM44913

Shipment Travel History

[Help](#)

Select time zone: [Select](#)

Select time format: [12H](#) | [24H](#)

All shipment travel activity is displayed in local time for the location

Date/Time	Activity	Location	Details
May 26, 2009 12:55 PM	Delivered	Lansing, MI	
May 23, 2009 6:42 AM	On FedEx vehicle for delivery	LANSING, MI	
May 23, 2009 4:33 AM	At local FedEx facility	LANSING, MI	
May 23, 2009 1:40 AM	Departed FedEx location	TOLEDO, OH	
May 22, 2009 8:51 PM	Arrived at FedEx location	TOLEDO, OH	
May 22, 2009 7:50 AM	Departed FedEx location	CHICAGO, IL	
May 22, 2009 5:37 AM	Arrived at FedEx location	CHICAGO, IL	
May 21, 2009 10:06 PM	Left FedEx origin facility	CUDAHY, WI	
May 21, 2009 7:36 PM	Arrived at FedEx location	CUDAHY, WI	
May 21, 2009 3:25 PM	Picked up	CUDAHY, WI	
May 21, 2009 2:08 PM	Shipment information sent to FedEx		

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Package/Envelope **Freight** **Expedited** **Office/Print Services** ★
Ship ▶ **Track** ▶ **Manage** ▶ **Business Solutions** ▶

arcsiq.p 2+

27.13 Customer Account Inquiry

06/08/09

Bill To: gmd2000 Open Only: Yes Currency: Balance: 850.00
GM DISBURSEMENT SERV Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount Open	Check	Days
05/21/09	01002413	I	06/20/09		191.25	191.25		
05/21/09	01002412	I	06/20/09		250.75	250.75		
05/21/09	01002411	I	06/20/09		195.50	195.50		



I N V O I C E

Invoice: 01002412 Revision: 1
Invoice Date: 05/21/09 Page: 1
Print Date: 06/08/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSP0
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Sales Order: S5035863
Order Date: 05/21/09
Salesperson(s): 0000AG00

Ship Date: 05/21/09
Purchase Order: GM44913
Ship To: GMS4134
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GMD2000
Credit Terms: NET 30

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	59.0	0.0		4.25	250.75
Customer Item: 10306471						
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 250.75	Currency: USD	Line Total:	250.75
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/21/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		250.75

LEM U.S.A., Inc.
11665 W. Bradley Rd
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674



I N V O I C E

Invoice: 01002411 Revision: 1
Invoice Date: 05/21/09 Page: 1
Print Date: 06/06/09

Sold To: GMD2000

Ship To: GMD2000

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSPO
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Sales Order: S5035862
Order Date: 05/21/09
Salesperson(s): 0000AG00

Ship Date: 05/21/09
Purchase Order: GM44913
Ship To: GMS4134
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GMD2000
Credit Terms: NET 30

Remarks:

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL
TOM JONES
810-606-2581

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.39.27.000.0	EA	46.0		0.0	4.25	195.50
Customer Item: 10306471						
HAB 60-S						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 195.50	Currency: USD	Line Total:	195.50
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/21/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		195.50

LEM U.S.A., Inc.
11665 W. Bradley Rd
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674



PACKING LIST
SIMULATION

Order Number: S5035863 Page: 1
Order Date: 05/21/09
Print Date: 05/21/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSPO
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4134

Salespersons: 0000AG00

Frt Terms: Collect 3rd P
Credit Terms: NET 30
Ship Via: Fed G
FOB Point: Shipping Point

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017

LEM USA SUMMIT NUMBER IS 1185442

INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER

PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL

TOM JONES

810-606-2581

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required	Promise
1	90.39.27.000.0	00	59.0	EA	05/21/09	05/26/09	05/26/09
	HAB 60-S						
	Customer Item:	10306471					
		cl	59.0	(59)			

5/21/07

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

\$ 250.75

SLI # NK 88966

Slip w/ S5035862



PACKING LIST
SIMULATION

Order Number: S5035862 Page: 1
Order Date: 05/21/09
Print Date: 05/21/09

GM DISBURSEMENT SERVICES
ENTERPRISE ACTIVITIES GROUP
PO BOX 2000
FLINT, MI 48501-2000
UNITED STATES

GMSPO
4134 DAVISON RD
DESTINATION CODE: 17177
BURTON, MI 48509
UNITED STATES

Cust PO: GM44913

Sold To: GMD2000

Ship To: GMS4134

Salespersons: 0000AG00

Frts Terms: collect 3rd P
Credit Terms: NET 30
Ship Via: Fed G
FOB Point: Shipping Point

#362993385

CALL SCHNEIDER LOGISTICS FOR ROUTING INSTRUCTIONS 800-558-0017
LEM USA SUMMIT NUMBER IS 1185442
INCLUDE GM BARCODE LABEL ON SHIPPING CONTAINER -
PARTS MUST BE MARKED WITH COUNTRY OF ORIGIN LABEL -
TOM JONES
810-606-2581

Ln	Item Number	Site	T Location	Qty Open	Qty to Ship	UM	Due	Shipped	Required	Promise
1	90.39.27.000.0	00		46.0	EA	05/22/09	05/26/09	05/26/09		
	HAB 60-S									
	Customer Item: 10306471									
		cl		46.0		(46)				

5/21/09

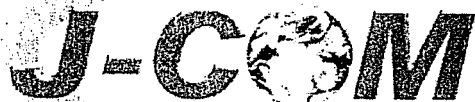
EM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
ISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

SLI # WK88966

4.25

\$195.50

Skip w/ S5035863



Phone: (520) 352-3200
Fax: (520) 352-3206
Email: j-com@j-com.com
Website: www.j-com.com

GM SPO ASN REQUIREMENTS

COMPANY NAME:	LEM USA Inc.	CONTACT NAME:	SATYA
COMPANY FAX NUMBER:	414-353-0733	CONTACT PHONE NUMBER:	414-353-0711 X120

SHIPMENT IDENTIFICATION NUMBER
(Packing Slip, Bill of Lading or Invoice Number)

S5035863
&S5035862

Total Number of Pages
for this Shipment 1

SHIP DATE	SHIP TIME	GROSS WEIGHT	CONTAINER QTY
05/21/09	2:11	9	105

PICK UP CARRIER SCAC CODE	MODE CODE	SLI NUMBER	TRAILER NUMBER
FEDEX	GROUND	WK88966	Truck, m 0245304/0005702

Your DUNS NUMBER	GM's CISCO SHIP TO CODE	DOCK NUMBER
618299051	17177	1

GM SPO Part Number	Ship Quantity	Unit of Measure	Year to Date CUM	PO Number
10306471	105	EA		GM44913

SPECIAL INSTRUCTIONS



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

June 8, 2009

Dear Customer:

The following is the proof-of-delivery for tracking number 024580410005708.

Delivery Information:

Status:	Delivered	Delivery location:	4134 DAVISON ROAD Burton, MI 48509
Signed for by:	AKNOLL	Delivery date:	May 26, 2009 13:31
Service type:	Ground-Direct Signature Required-Domestic		

A. KNOLE
~~#18, 13:31, 180 Del, 0 NonDel~~

Shipping Information:

Tracking number:	024580410005708	Ship date:	May 21, 2009
		Weight:	9.0 lbs.

Recipient:
SLI # WK88966
GMSPO
4134 DAVISON RD.
DESTINATION CODE: 17177
BURTON, MI 48509 US
Reference
Purchase order number

Shipper:
Dave Dixon
LEM USA
11665 W. Bradley Rd.
Milwaukee, WI 53224 US

S5035862, S5035863
PO GM44913

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339



I N V O I C E

Invoice: 01002492 Revision: 3
Invoice Date: 05/28/09 Page: 1
Print Date: 06/08/09

Sold To: GM6349

Ship To: GM6349

GM FSS ABP
PO BOX 63490
PHOENIX, AZ 85082-3490
UNITED STATES

GM FUEL CELL
11 CARRIAGE STREET
HONEYE FALLS, NY 14472
UNITED STATES

Sales Order: S5035456
Order Date: 04/23/09
Salesperson(s): 0000AG00

Ship Date: 05/28/09
Purchase Order: FAS05366
Ship To: GMF11
Ship Via: FED
BOL:
FOB Point: Shipping Point

Bill To: GM6349
Credit Terms: NET 30

Remarks: ORDERED BY JULIE STUART

FED EX COLLECT# 441852282

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Item Number	UM	Shipped	Qty B/O	Qty Ordered	Price	Ext Price
90.B6.99.040.P	EA	14.0	0.0		65.00	910.00
Customer Item: PRYX9923 001						
DHAB S/40						

PAST DUE BALANCES ARE SUBJECT TO LATE CHARGES OF 1-1/2% / MONTH.

Non-Taxable: 910.00	Currency: USD	Line Total:	910.00
Taxable: 0.00	0.00%	Discount:	0.00
Tax Date: 05/28/09	Service-Repair & Calib	10 :	0.00
Containers: 0.00	Shipping & Handling	20 :	0.00
Line Charges: 0.00	Special	30 :	0.00
	Total Tax:		0.00
	Total:		910.00

LEM U.S.A., Inc.
11665 W. Bradley Rd.
Milwaukee, WI 53224

Tel: 414 353 0711
Fax: 414 358 5035
www.lem.com

Remit To: LEM U.S.A., Inc.
3868 Paysphere Circle
CHICAGO, IL 60674

arcsiq.p 2+

27.13 Customer Account Inquiry

06/08/09

Bill To: gm6349 Open Only: Yes Currency: Balance: 910.00
GM FSS ABP Reporting Currency: USD Output: mk08_ver

Date	Ref	T	Due Date	C	Amount	Amount	Open	Check	Days
-----	-----	-	-----	-	-----	-----	-----	-----	-----
05/28/09	01002492	I	06/27/09		910.00		910.00		



PACKING LIST
SIMULATION

Order Number: S5035456 Page: 1
Order Date: 04/23/09
Print Date: 05/28/09

GM FSS ABP
PO BOX 63490
PHOENIX, AZ 85082-3490
UNITED STATES

GM FUEL CELL
11 CARRIAGE STREET
HONEOYE FALLS, NY 14472
UNITED STATES

ORDERED BY JULIE STUART
Cust PO: FAS05366

Sold To: GM6349

Ship To: GMF11

Salespersons: 0000AG00

Frts Terms: Collect
Credit Terms: Net 30
Ship Via: Fed Ex
FOB Point: Shipping Point

Robert D.
317-915-2722

FED EX COLLECT# 441652282

LEM USA, INC. TERMS AND CONDITIONS OF SALE CAN BE FOUND ON OUR WEBSITE AT
WWW.LEMUSA.COM

Ln	Item Number	Site T Location	Qty Open Qty to Ship	Open UM	Due Shipped	Required	Promise
1	90.B6.99.040.P DHAB S/40	00	14.0	EA	05/28/09	06/01/09	06/02/09
Customer Item: PRYX9923 001		ic	14.0	(14)			

LEM U.S.A. MUST BE NOTIFIED IN WRITING OF ANY SHIPMENT
DISCREPANCIES WITHIN 48 HOURS OF RECEIPT.

DCH# 19139



FedEx Ground
P.O. Box 108
Pittsburgh, PA 15230-0108

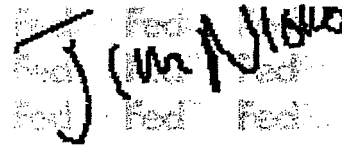
June 8, 2009

Dear Customer:

The following is the proof-of-delivery for tracking number 024580410005753.

Delivery Information:

Status:	Delivered	Delivery location:	FUEL CELL ACTIVITIES RESEARCH CENTE 10 CARRIAGE ST Honeoye Falls, NY 14472
Signed for by:	JNIGRIO	Delivery date:	Jun 1, 2009 11:28
Service type:	Ground-Direct Signature Required-Domestic		


J. NIGRIO
#34, 11:28, 2 Del, 0 NonDel

Shipping Information:

Tracking number:	024580410005753	Ship date:	May 28, 2009
		Weight:	3.0 lbs.

Recipient:
JULIE STUART
GM FUEL CELL
11 CARRIAGE STREET
HONEOYE FALLS, NY 14472 US
Reference
Purchase order number

Shipper:
Dave Dixon
LEM USA
11665 W. Bradley Rd.
Milwaukee, WI 53224 US
S5035456
PO FAS05366

Thank you for choosing FedEx Ground.

FedEx Worldwide Customer Service
1.800.GoFedEx 1.800.463.3339

CERTIFICATE OF SERVICE

I, Jennifer A. Christian hereby certify that on June 15, 2009, a true and correct copy of the Objection of LEM U.S.A., Inc. to the Debtor's Proposed Cure Amount was filed via this Court's CM/ECF system and served on June 15, 2009 on those parties listed on the annexed schedule via overnight mail.

/s/ Jennifer A. Christian
Jennifer A. Christian

General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, Michigan 48090-9025 Attn: Warren Command Center Mailcode 480-206-114	Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq.
U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, D.C. 20220 Attn: Matthew Feldman, Esq.	Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 Attn: John J. Rapisardi, Esq.
Vedder Price, P.C. 1633 Broadway, 47 th Floor New York, New York 10019 Attn: Michael J. Edelman, Esq. Michael L. Schein, Esq. BY HAND	Office of United States Trustee for the Southern District of New York 33 Whitehall Street 21 st Floor New York, New York 10004 Attn: Diana G. Adams, Esq.
Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Gordon Z. Novod, Esq.	